

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

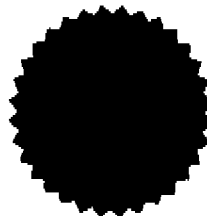
"MCI, INC.", A DELAWARE CORPORATION,

WITH AND INTO "ELI ACQUISITION, LLC" UNDER THE NAME OF "MCI, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF JANUARY, A.D. 2006, AT 9:41 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4428666

DATE: 01-06-06

TRADEMARK

REEL: 003587 FRAME: 0069

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 09:41 AM 01/06/2006
 FILED 09:41 AM 01/06/2006
 SRV 060013972 - 3923795 FILE

CERTIFICATE OF MERGER

merging

MCI, INC.

into

ELI ACQUISITION, LLC

Pursuant to §18-209 of the Delaware Limited Liability Company Act (the "Act") and §264 of the Delaware General Corporation Law (the "DGCL," and, together with the Act, the "Applicable Corporate Laws"), ELI ACQUISITION, LLC, a Delaware limited liability company ("Merger Sub"), hereby certifies the following information relating to the merger (the "Merger") of MCI, INC., a Delaware corporation (the "Company"), with and into Merger Sub:

FIRST: The names and state of domicile of each of the entities constituent to the Merger are as follows:

| <u>Name</u> | <u>State of Formation or Organization</u> |
|----------------------|---|
| Eli Acquisition, LLC | Delaware |
| MCI, Inc. | Delaware |

SECOND: An Agreement and Plan of Merger, dated as of February 14, 2005, as amended as of March 4, 2005, March 29, 2005 and May 1, 2005 (the "Merger Agreement"), among Verizon Communications Inc., a Delaware corporation, Merger Sub and the Company, was entered into by the constituent companies and has been adopted, approved, certified, executed and acknowledged by each of the constituent companies in accordance with the requirements of the Applicable Corporate Laws.

THIRD: The surviving company is Eli Acquisition, LLC which will continue its existence as the surviving company and, as described below, will be renamed MCI, LLC, upon the effective date of the Merger, pursuant to the provisions of the laws of the State of Delaware.

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FOURTH: The certificate of formation of the surviving company shall be the certificate of formation of Merger Sub except that such certificate shall be amended by the Merger in that Article FIRST thereof shall read as follows:

"FIRST. The name of the limited liability company formed hereby is
MCI, LLC."

FIFTH: The Merger shall become effective immediately upon the filing of this certificate with the Secretary of State of the State of Delaware in accordance with §§18-209 and 18-206 of the Act and §§264 and 103 of the DGCL.

SIXTH: The executed Merger Agreement is on file at the principal place of business of Merger Sub. The address of the principal place of business of Merger Sub is MCI, LLC, c/o Verizon Communications Inc., 140 West Street, 29th Floor, New York, New York 10007-2109.

SEVENTH: A copy of the Merger Agreement will be furnished by Merger Sub, on request and without cost, to any stockholder of the Company or any member of Merger Sub.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK.]

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the 6th day of January, 2006, and is being filed in accordance with §18-206 of the Act by an authorized officer of Merger Sub.

ELI ACQUISITION, LLC

By: Marianne Drost
Name: Marianne Drost
Title: Vice President and Secretary